UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11

SEARS HOLDINGS CORPORATION, et al.,

Case No. 18-23538 (RDD)

(Jointly Administered)

Debtors.¹

FIFTEENTH MONTHLY FEE STATEMENT OF FTI CONSULTING, INC. FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM JANUARY 1, 2020 THROUGH JANUARY 31, 2020

Name of Applicant: FTI Consulting, Inc.

Authorized to provide Professional Services

Official Committee of Unsecured Creditors

to:

1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Date of Retention: December 19, 2018, *nunc pro tunc* to

October 25, 2018

Period for which compensation and January 1, 2020 through January 31,

reimbursement is sought: 2020

Monthly Fees Incurred: \$48,809.50

Monthly Expenses Incurred: \$62.52

Total Fees and Expenses: \$48,872.02

This is a: X monthly interim final application

This statement (the "Fee Statement") of FTI Consulting, Inc. (together with its wholly owned subsidiaries and independent contractors, "FTI") as financial advisor to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al. (the "Committee") is submitted in accordance with the Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [ECF No.796] entered on November 16, 2018, (the "Order"). In support of this Fee Statement, FTI respectfully states as follows.

1. The fees and expenses for the period from January 1, 2020 through and including January 31, 2020 (the "Fifteenth Fee Period") amount to:

 Professional Fees
 \$48,809.50

 Expenses
 62.52

 TOTAL
 \$48,872.02

2. In accordance with the Order, if no timely and proper objection is made by a party-in-interest within fifteen (15) days after service of this Fee Statement, the Debtors are authorized to pay 80% of professional fees and 100% of out-of-pocket expenses. These amounts are presented below.

TOTAL	\$39,110.12
Expenses at 100%	<u>62.52</u>
Professional Fees at 80%	\$39,047.60

- 3. The professionals providing services, hourly billing rates, the aggregate hours worked by each professional, and the aggregate hourly fees for each professional during the Fifteenth Fee Period are set forth on the schedule annexed hereto as **Exhibit "A."**
- 4. A summary of aggregate hours worked and aggregate hourly fees for each task code during the Fifteenth Fee Period is set forth on the schedule annexed hereto as **Exhibit** "B."
- 5. Detailed time entry by task code during the Fifteenth Fee Period is set forth on the schedule annexed hereto as **Exhibit "C."**
- 6. A summary of expenses incurred during the Fifteenth Fee Period is set forth on the schedule annexed hereto as **Exhibit "D."**
- 7. Detailed breakdown of the expenses incurred during the Fifteenth Fee Period is set forth on the schedule annexed hereto as **Exhibit "E."**
- 8. FTI reserves the right to request, in subsequent fee statements and applications, any fees and reimbursement of any additional expenses incurred during the Fifteenth Fee Period, as such fees and expenses may not have been captured to date in FTI's billing system.

NOTICE AND OBJECTION PROCEDURES

- 9. Notice of this Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); and (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (email: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (email: marriott@ballardspahr.com) Tobey M. Daluz (email: and daluzt@ballardspahr.com) (collectively, the "Notice Parties").
- 10. Objections to this Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than March 18, 2020 (the "Objection Deadline"), setting forth the nature of the objection and the amount of fees or expenses at issue (an "Objection").

> 11. If no objections to this Fee Statement are filed and served as set forth above,

the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%)

of the expenses identified herein.

12. If an objection to this Fee Statement is received on or before the Objection

Deadline, the Debtors shall withhold payment of that portion of this Fee Statement to which the

objection is directed and promptly pay the remainder of the fees and disbursements in the

percentages set forth above. To the extent such an objection is not resolved, it shall be preserved

and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: New York, New York

March 3, 2020

FTI CONSULTING, INC.

Financial Advisors to the Official Committee of Unsecured Creditors of Sears Holdings Corporation

By:

/s/ Matthew Diaz

Matthew Diaz, Senior Managing Director

Three Times Square, 10th Floor New York, New York 10036 Telephone: (212) 499-3611

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EXHIBIT A

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538 SUMMARY OF HOURS BY PROFESSIONAL FOR THE PERIOD JANUARY 1, 2020 TO JANUARY 31, 2020

Professional	Position	Specialty	Billing Rate	Total Hours	Total Fees
Diaz, Matthew	Senior Managing Director	Restructuring	1,085	7.9	\$8,571.50
Simms, Steven	Senior Managing Director	Restructuring	1,295	0.9	\$1,165.50
Star, Samuel	Senior Managing Director	Restructuring	1,125	5.8	\$6,525.00
Eisler, Marshall	Senior Director	Restructuring	835	11.9	\$9,936.50
Adler, Leana	Consultant	Forensics	350	6.6	\$2,310.00
Kim, Ye Darm	Consultant	Restructuring	455	24.4	\$11,102.00
Shapiro, Jill	Consultant	Restructuring	415	68.2	\$28,303.00
Hellmund-Mora, Marili	Associate	Restructuring	280	3.2	\$896.00
TOTAL				128.9	\$68,809.50
Less: voluntary reduction ¹					(\$20,000.00)
GRAND TOTAL					\$ 48,809.50

¹The voluntary reduction relates to time spent preparing the response to the fee examiner's preliminary report.

EXHIBIT B

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538 SUMMARY OF HOURS BY TASK FOR THE PERIOD JANUARY 1, 2020 TO JANUARY 31, 2020

Task		Total	Total
Code	Task Description	Hours	Fees
11	Prepare for and Attend Court Hearings	1.5	\$ 1,627.50
14	Analysis of Claims and Liabilities Subject to Compromise	6.3	3,559.50
17	Wind Down Monitoring	21.9	11,656.50
18	Potential Avoidance Actions & Litigation	13.0	5,537.00
19	Case Management	1.4	1,708.00
22	Meetings with Other Parties	0.6	273.00
24	Preparation of Fee Application	15.2	6,129.00
26	Prepare Analysis in Response to Fee Examiner Report	69.0	38,319.00
	TOTAL	128.9	\$ 68,809.50
	Less: voluntary reduction ¹		(20,000.00)
	TOTAL	128.9	\$ 48,809.50

¹The voluntary reduction relates to time spent preparing the response to the fee examiner's preliminary report.

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SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538 DETAIL OF TIME ENTRIES

Task Category	Date	Professional	Hours Activity
11	1/28/2020 I	Diaz, Matthew	1.5 Prepare for and participate in the Sears hearing re: Debtors' settlement with Transform.
11 Total			1.5
14	1/16/2020 1	Kim, Ye Darm	1.8 Review schedule of opt-out claims build up from M-III.
14	1/16/2020 1	Kim, Ye Darm	1.8 Review APA settlement motion for diligence call with M-III.
14	1/21/2020 I	Diaz, Matthew	0.5 Participate in a call with creditor to discuss public information on the case.
14	1/21/2020 1	Kim, Ye Darm	0.5 Correspond with claims trader re: admin claims trading levels.
14	1/21/2020 1	Kim, Ye Darm	1.1 Review Debtors' latest admin claims expense calculation.
14	1/22/2020 I	Diaz, Matthew	0.6 Review public information re: responses to a creditor.
14 Total			6.3
17	1/6/2020 I	Eisler, Marshall	0.9 Review historical estate winddown trackers to determine impact of APA settlement dispute.
17	1/7/2020 I	Eisler, Marshall	1.2 Analyze emergence projections' estimates for potential impact of APA dispute:
17	1/7/2020 1	Kim, Ye Darm	0.3 Correspond with M-III re: litigation trust account funding.
17	1/8/2020 I	Eisler, Marshall	0.9 Analyze confirmation cash flow projections re: admin claims sizing.
17	1/8/2020 1	Kim, Ye Darm	0.8 Participate in call with M-III re: administrative claims in latest cash flow forecast
17	1/11/2020 1	Kim, Ye Darm	1.5 Review APA settlement and prepare summary for internal distribution.
17	1/13/2020 1	Kim, Ye Darm	2.8 Analyze gap to solvency impact from APA settlement.
17	1/13/2020 1	Kim, Ye Darm	2.1 Continue analysis of gap to solvency impact from APA settlement and prepare summary slides.
17	1/14/2020 \$	Shapiro, Jill	0.6 Review APA settlement and its impact on the administrative creditors.
17	1/14/2020 1	Kim, Ye Darm	0.3 Participate in internal meeting in preparation for call with admin creditor re: te of APA settlement.
17	1/14/2020 1	Kim, Ye Darm	0.6 Participate in call with admin creditor re: terms of APA settlement.

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SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538 DETAIL OF TIME ENTRIES

Task Category	Date	Professional	Hours	Activity
17	1/14/2020 \$	Star, Samuel		ase status in preparation for call with opt in administrative creditor on Transform Co APA settlement.
17	1/14/2020 \$	Star, Samuel	0.4 Participat	e in call with admin creditor re: terms of APA settlement.
17	1/16/2020 1	Kim, Ye Darm	1.1 Prepare s	ammary of diligence call with M-III re: wind down monitoring.
17	1/16/2020 \$	Shapiro, Jill	0.8 Review p	ost confirmation cash flow forecast as provided by the Debtors.
17	1/16/2020 \$	Shapiro, Jill	0.7 Participat	e on diligence call with M-III re: wind down monitoring.
17	1/16/2020 1	Kim, Ye Darm	0.6 Participat	e on call with M-III re: Winddown monitoring and APA settlement.
17	1/16/2020 \$	Star, Samuel	0.3 [Partial] I settlemen	Participate on call with M-III re: Winddown monitoring and APA t.
17	1/16/2020 \$	Star, Samuel	0.2 Outline re	eport to UCC on cash forecast post confirmation and post effective date.
17	1/29/2020 \$	Shapiro, Jill	2.4 Prepare d provided	raft presentation re: gap to solvency based on additional information by M-III.
17	1/30/2020 1	Kim, Ye Darm	0.6 Review p	otential settlement with Winners re: 503(b)(9) claims.
17	1/30/2020 1	Kim, Ye Darm	0.7 Participat	e in call with M-III re: World Import Settlement discussion.
17	1/30/2020 \$	Shapiro, Jill		to prepare draft presentation re: gap to solvency based on additional on provided by M-III.
17 Total			21.9	
18	1/7/2020	Adler, Leana	3.9 Update ar	nalysis re: CDS pricing.
18	1/7/2020	Adler, Leana	2.7 Continue	to update analysis re: CDS pricing.
18	1/7/2020 I	Diaz, Matthew	0.5 Review re	esponses to Akin re: adversary complaint.
18	1/7/2020 1	Kim, Ye Darm	2.4 Review h	istorical business plans for business unit analysis.
18	1/8/2020 1	Kim, Ye Darm	1.2 Complete	historical business plan review for business unit diligence.
18	1/10/2020 1	Kim, Ye Darm	0.7 Review h	istorical equity ownership re: prepetition transactions.
18	1/13/2020 1	Kim, Ye Darm	0.6 Research	equity holdings of stakeholders.

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SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538 **DETAIL OF TIME ENTRIES**

Task Category	Date	Professional	Hours Activity
18	1/14/2020 1	Kim, Ye Darm	0.2 Review diligence request list for Counsel.
18	1/15/2020 1	Kim, Ye Darm	0.4 Research equity holdings of stakeholders.
18	1/16/2020 1	Kim, Ye Darm	0.4 Continue to research equity holdings of stakeholders.
18 Total			13.0
19	1/8/2020 \$	Simms, Steven	0.2 Review next steps and open items re: APA disputes.
19	1/10/2020 1	Diaz, Matthew	0.5 Review next steps and open items re: investigations.
19	1/14/2020 \$	Simms, Steven	0.4 Review open items re: APA disputes.
19	1/28/2020 \$	Simms, Steven	0.3 Review next steps and open items re: investigations.
19 Total			1.4
22	1/21/2020 1	Kim, Ye Darm	0.6 Participate in call with third party creditors.
22 Total			0.6
24	1/1/2020 \$	Shapiro, Jill	0.7 Prepare weekly fee estimate.
24	1/3/2020 \$	Shapiro, Jill	1.1 Update the November fee application to meet fee examiner guidelines.
24	1/7/2020 \$	Shapiro, Jill	0.2 Prepare fee estimate.
24	1/7/2020 \$	Star, Samuel	0.0 [Combined Entry]
24	1/8/2020 1	Hellmund-Mora, Marili	0.5 Generate fee estimate in connection with reporting budget.
24	1/8/2020 \$	Shapiro, Jill	1.3 Prepare rate change notice to be filed with the court.
24	1/9/2020 \$	Shapiro, Jill	0.4 Prepare rate change notice to be filed with the court.
24	1/13/2020 \$	Shapiro, Jill	0.0 [Combined Entry]
24	1/14/2020 \$	Shapiro, Jill	0.4 Prepare the weekly fee estimate.

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SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538 **DETAIL OF TIME ENTRIES**

Task Category	Date	Professional	Hours	Activity
24	1/16/2020	Hellmund-Mora, Marili	1.6 Prepare	the December fee application.
24	1/17/2020	Hellmund-Mora, Marili	0.6 Prepare	the December fee application.
24	1/21/2020	Shapiro, Jill	0.3 Prepare	the December fee application.
24	1/21/2020	Shapiro, Jill	0.5 Prepare	the weekly fee estimate.
24	1/22/2020	Shapiro, Jill	0.3 Prepare	the December fee application.
24	1/23/2020	Shapiro, Jill	0.5 Continu	e to prepare the December fee application.
24	1/24/2020	Diaz, Matthew	0.3 Review	the proposed 3rd interim order.
24	1/24/2020	Shapiro, Jill	1.4 Prepare	the December fee application.
24	1/27/2020	Kim, Ye Darm	1.3 Review	draft of the December fee application.
24	1/27/2020	Shapiro, Jill	2.3 Process	revisions to the December fee application.
24	1/28/2020	Shapiro, Jill	0.4 Continu	e to revise the December fee application.
24	1/28/2020	Shapiro, Jill	0.6 Prepare	the weekly fee estimate.
24	1/29/2020	Hellmund-Mora, Marili	0.5 Generate	e fee estimate in connection with reporting budget.
24 Total			15.2	
26	1/2/2020	Eisler, Marshall	2.9 Review	fee examiner's preliminary report.
26	1/2/2020	Diaz, Matthew	0.8 Review	fee examiner's preliminary report.
26	1/3/2020	Eisler, Marshall	1.9 Prepare	responses to preliminary report from fee examiner.
26	1/3/2020	Diaz, Matthew	0.9 Review	fee examiner's preliminary report.
26	1/3/2020	Shapiro, Jill	0.9 Participa	ate in meeting re: fee examiner's preliminary report.
26	1/3/2020	Shapiro, Jill	2.5 Prepare	draft responses to preliminary report from the Fee examiner.

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SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538 **DETAIL OF TIME ENTRIES**

Task Category	Date	Professional	Hours Activity
26	1/3/2020 \$	Star, Samuel	0.8 Participate in meeting re: fee examiner preliminary report.
26	1/3/2020 \$	Star, Samuel	0.4 Review first interim application fee examiner report in preparation for call with team.
26	1/3/2020 \$	Shapiro, Jill	2.2 Continue to prepare analysis re: fee examiner's preliminary report.
26	1/4/2020 \$	Shapiro, Jill	1.8 Prepare analysis re: fee examiner preliminary report.
26	1/6/2020 I	Eisler, Marshall	1.4 Provide comments to the response to the fee examiner.
26	1/6/2020 I	Diaz, Matthew	0.7 Review draft responses to the fee examiner re: fee examiner's preliminary report.
26	1/6/2020 I	Diaz, Matthew	0.8 Participate in call with the fee examiner to discuss the fee examiner's questions re: FTI's first interim application.
26	1/6/2020 \$	Shapiro, Jill	2.6 Prepare responses to the fee examiner re: first interim application.
26	1/6/2020 \$	Shapiro, Jill	2.7 Continue to prepare responses re: fee examiner preliminary report.
26	1/6/2020 \$	Shapiro, Jill	3.1 Continue to prepare analysis re: fee examiner preliminary report.
26	1/6/2020 \$	Shapiro, Jill	0.9 Participate in meeting re: fee examiner preliminary report.
26	1/6/2020 \$	Shapiro, Jill	0.8 Participate in meeting re: fee examiner preliminary report.
26	1/6/2020 \$	Star, Samuel	0.4 Prepare for discussion with fee examiner re: preliminary report.
26	1/7/2020 I	Eisler, Marshall	1.3 Prepare for and participate in discussion with fee examiner re: preliminary report.
26	1/7/2020 I	Diaz, Matthew	0.8 Participate in a call with the fee examiner to discuss his open questions on our first interim fee application.
26	1/7/2020 \$	Shapiro, Jill	3.9 Prepare response to fee examiner's preliminary report.
26	1/7/2020 \$	Shapiro, Jill	0.4 Participate in internal meeting re: fee examiner preliminary report.
26	1/7/2020 \$	Shapiro, Jill	0.4 Participate in internal meeting re: next steps for fee examiner response.
26	1/7/2020 \$	Shapiro, Jill	3.8 Prepare analysis re: fee examiner preliminary report.
26	1/7/2020 \$	Star, Samuel	1.3 Prepare for and participate in call with fee examiner re: first interim application.

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SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES FOR THE PERIOD JANUARY 1, 2020 TO JANUARY 31, 2020

Task Category	Date	Professional	Hours	Activity
26	1/8/2020	Shapiro, Jill	3.7 Prepare respo	nse to fee examiner's preliminary report.
26	1/9/2020	Shapiro, Jill	1.1 Prepare respo	onse to fee examiner's preliminary response.
26	1/10/2020	Eisler, Marshall	1.4 Provide addit	ional comments to fee examiner preliminary report.
26	1/10/2020	Shapiro, Jill	2.0 Prepare respo	onse to fee examiner's preliminary response.
26	1/10/2020	Shapiro, Jill	3.2 Continue to p	prepare response to fee examiner's preliminary response.
26	1/13/2020	Shapiro, Jill	3.1 Prepare respo	onse to fee examiner's preliminary response.
26	1/13/2020	Shapiro, Jill	1.4 Continue to p	prepare response to fee examiner's preliminary report.
26	1/14/2020	Shapiro, Jill	0.5 Prepare respo	onse to fee examiner's preliminary response.
26	1/15/2020	Star, Samuel	0.3 Review draft	response to fee examiner.
26	1/16/2020	Shapiro, Jill	1.4 Prepare respo	onse to the fee examiner's preliminary response.
26	1/16/2020	Shapiro, Jill	0.5 Participate in	internal meeting re: response to the fee examiner.
26	1/16/2020	Star, Samuel	0.9 Review and r	evise fee examiner response.
26	1/17/2020	Shapiro, Jill	2.1 Prepare respo	nse to the fee examiner's preliminary response.
26	1/17/2020	Star, Samuel	0.5 Review revise	ed fee examiner response.
26 Total			69.0	
Grand Total			128.9	

EXHIBIT D

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538 SUMMARY OF EXPENSES

Expense Type	Amount
Transportation	\$ 32.52
Other	30.00
Grand Total	\$ 62.52

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EXHIBIT E

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538 EXPENSE DETAIL

Date	Professional	Expense Type	Expense Detail	Amount
1/7/2020	Eisler, Marshall	Transportation	Taxi from office to home after working late in the office on the Sears case.	\$19.56
1/7/2020	Shapiro, Jill	Transportation	Taxi from office to home after working late in the office on the Sears case.	12.96
		Transportation	ı Total	32.52
1/28/2020	Diaz, Matthew	Other	Participate in hearing telephonically via CourtCall.	30.00
-				
		Other Total		30.00
		Grand Total		\$62.52